



RECORDATION NO. 29827 FILED

JUL 12 '11 -1 56 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

July 12, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease dated June 30, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Georgia-Pacific LLC
133 Peachtree Street, NE
Atlanta, GA 30303

A description of the railroad equipment covered by the enclosed document is:

113 boxcars within the series AOK 19000 - AOK 19297 as more specifically set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager of Contract Administration
Paralegal, Legal Department

Enclosure

JUL 12 '11 -1 56 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF PER DIEM LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**GEORGIA-PACIFIC LLC
("LESSEE")**

JUNE 30, 2011

This Memorandum of Per Diem Lease Agreement is made and entered into as of June 30, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Georgia-Pacific LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred thirteen (113) 60 ft Plate F Boxcars with double 8 ft sliding doors, 286K GRL Railcars bearing marks and numbers as follows:

See attached Exhibit 1.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 

Print Name: John O'Bryan

Title: President

LESSEE:

GEORGIA-PACIFIC LLC

By: 

Print Name: Kaiti T. Pugh

Title: VP Transportation Logistics

STATE OF ILLINOIS

COUNTY OF COOK

On this 7th day of July, 2011, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: 7/7/12



STATE OF Georgia
COUNTY OF Fulton

On this 1st day of July, 2011, before me personally appeared Robert T. Pugh, to me personally known, who being by me duly sworn, says that he is the President of Transportation & Logistics, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sherry L Cospa
NOTARY PUBLIC

My commission expires:

4-20-2013

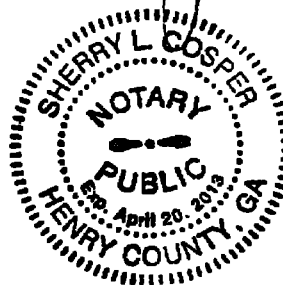


EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	AOK	19000
2	AOK	19001
3	AOK	19004
4	AOK	19005
5	AOK	19006
6	AOK	19007
7	AOK	19008
8	AOK	19010
9	AOK	19011
10	AOK	19012
11	AOK	19015
12	AOK	19017
13	AOK	19018
14	AOK	19019
15	AOK	19021
16	AOK	19023
17	AOK	19026
18	AOK	19028
19	AOK	19031
20	AOK	19033
21	AOK	19037
22	AOK	19041
23	AOK	19042
24	AOK	19045
25	AOK	19046
26	AOK	19048
27	AOK	19050
28	AOK	19054
29	AOK	19055
30	AOK	19057
31	AOK	19058
32	AOK	19059
33	AOK	19060
34	AOK	19061
35	AOK	19062
36	AOK	19064
37	AOK	19065
38	AOK	19066

<u>Count</u>	<u>Mark</u>	<u>Number</u>
39	AOK	19068
40	AOK	19069
41	AOK	19071
42	AOK	19074
43	AOK	19078
44	AOK	19080
45	AOK	19082
46	AOK	19084
47	AOK	19085
48	AOK	19090
49	AOK	19091
50	AOK	19092
51	AOK	19094
52	AOK	19095
53	AOK	19098
54	AOK	19099
55	AOK	19101
56	AOK	19104
57	AOK	19109
58	AOK	19112
59	AOK	19113
60	AOK	19115
61	AOK	19119
62	AOK	19125
63	AOK	19127
64	AOK	19131
65	AOK	19134
66	AOK	19135
67	AOK	19137
68	AOK	19142
69	AOK	19144
70	AOK	19150
71	AOK	19152
72	AOK	19161
73	AOK	19162
74	AOK	19164
75	AOK	19168
76	AOK	19170

<u>Count</u>	<u>Mark</u>	<u>Number</u>
77	AOK	19172
78	AOK	19173
79	AOK	19174
80	AOK	19175
81	AOK	19179
82	AOK	19182
83	AOK	19185
84	AOK	19191
85	AOK	19194
86	AOK	19196
87	AOK	19199
88	AOK	19210
89	AOK	19213
90	AOK	19216
91	AOK	19220
92	AOK	19221
93	AOK	19227
94	AOK	19230
95	AOK	19235
96	AOK	19238
97	AOK	19242
98	AOK	19243
99	AOK	19247
100	AOK	19250
101	AOK	19253
102	AOK	19254
103	AOK	19256
104	AOK	19257
105	AOK	19265
106	AOK	19266
107	AOK	19267
108	AOK	19272
109	AOK	19286
110	AOK	19289
111	AOK	19293
112	AOK	19294
113	AOK	19297